

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MICHAEL BAVARO, derivatively on behalf
of VANDA PHARMACEUTICALS, INC.,
Plaintiff,

v.

MIHAEL H. POLYMEROPOULOS, M.D.,
JAMES KELLY, GIAN PIERO
REVERBERI, H. THOMAS WATKINS,
MICHAEL F. COLA, RICHARD W.
DUGAN, VINCENT J. MILANO, and
KENNETH BATE,

Defendants,

and

VANDA PHARMACEUTICALS, INC.,

Nominal Defendant.

Case No. 1:19-cv-01701-CFC

**STIPULATION AND [PROPOSED] ORDER TRANSFERRING CASE
TO THE UNITED STATES DISTRICT COURT FOR THE
EASTERN DISTRICT OF NEW YORK**

Plaintiff Michael Bavaro (“Plaintiff”), Nominal Defendant Vanda Pharmaceuticals Inc. (“Vanda”), and Defendants Mihael H. Polymeropoulos, M.D., James Kelly, Gian Piero Reverberi, H. Thomas Watkins, Michael F. Cola, Richard Dugan, Vincent J. Milano, and Kenneth Bate (collectively, “Defendants,” and with Plaintiff and Vanda, the “Parties”), stipulate as follows:

WHEREAS, on September 11, 2019, Plaintiff filed a Verified Shareholder Derivative Complaint against Defendants seeking to remedy, derivatively on behalf of Vanda alleged violations of Section 14(a) of the Securities Exchange Act of 1934, breaches of fiduciary duty, corporate waste, and unjust enrichment (the “Action”) [D.I. 1];

WHEREAS, on October 31, 2019, Defendants and Vanda filed a motion (the “Motion”) seeking to transfer this Action to the U.S. District Court for the Eastern District of New York (the “E.D.N.Y.”), where there is a pending related stockholder derivative action styled *Williams v. Polymeropoulos*, No. 19-cv-04293-FB-LB (E.D.N.Y.), or in the alternative, to stay the Action pending resolution of a related putative class action styled *Gordon v. Vanda Pharmaceuticals Inc.*, No. 19-cv-01108-FB-LB (E.D.N.Y.) [D.I. 14];

WHEREAS, on February 18, 2020, after the Parties completed briefing on the Motion, the Court entered a Memorandum Order denying the Motion to transfer without prejudice and staying the Action pending the resolution of the *Williams* action [D.I. 24];

WHEREAS, following the Court’s February 18, 2020 Memorandum Order, counsel for Plaintiff has conferred with counsel for Defendants and Vanda regarding Plaintiff’s desire to transfer this Action to the E.D.N.Y. and then, after

such transfer is effectuated, seek to consolidate this Action with the *Williams* action; and

WHEREAS, counsel for Defendants and Vanda support the transfer of this Action to the E.D.N.Y. and the subsequent consolidation of this Action with *Williams*;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to the Court's approval, that the Clerk of the Court shall:

1. Pursuant to 28 U.S.C. § 1404(a), transfer the Action forthwith to the Clerk of the E.D.N.Y. as related to *Williams v. Polymeropoulos*, No. 19-cv-04293-FB-LB (E.D.N.Y.), now pending before Judge Frederic Block, for further resolution; and
2. Close the Action in this District.

Dated: March 27, 2020

COOCH AND TAYLOR, P.A

/s/ Blake A. Bennett

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Dated: March 19, 2020

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